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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re  
DPH HOLDINGS CORP., et al.,  
Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND DIRECT SOURCING SOLUTIONS, INC. WITHDRAWING PROOFS  
OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 18680 AND 20072**

(DIRECT SOURCING SOLUTIONS, INC.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Direct Sourcing Solutions, Inc. (the “Claimant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Direct Sourcing Solutions, Inc. Withdrawing Proofs Of Administrative Expense Claim Numbers 18680 and 20072 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”),

filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

WHEREAS, on July 14, 2009, the Claimant filed proof of administrative expense claim number 18680 against Delphi asserting an administrative expense priority claim in the amount of \$307,172.08 (“Claim 18680”).

WHEREAS, on October 30, 2009, the Claimant filed proof of administrative expense claim number 20072 against Delphi asserting an administrative expense priority claim in the amount of \$1,091,477.04 (“Claim 20072”) (together with Claim 18680, the “Claims”).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. §

503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 18, 2010, the Claimant filed (a) the Response of Direct Sourcing Solutions, Inc. to Debtors' Forty-Third Omnibus Claims Objection as to Claim No. 18680 (Docket No. 19493) (the "First Response"), in which the Claimant reduced the asserted amount of Claim 18680 to \$11,483.90, and (b) the Response of Direct Sourcing Solutions, Inc. to Debtors' Forty-Third Omnibus Claims Objection as to Claim No. 20072 (Docket No. 19494) (together with the First Response, the "Responses"), in which the Claimant reduced the asserted amount of Claim 20072 to \$81,158.02.

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claims will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claims are hereby deemed withdrawn with prejudice.
2. The Responses are hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 20th day of June, 2011

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

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